

ORIGINAL

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

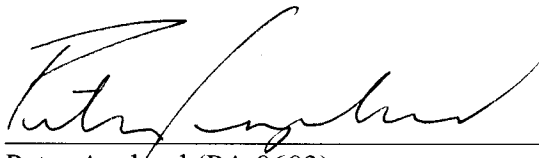
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In re:	:	
	:	Chapter 11
Calpine Corporation, <u>et al.</u> ,	:	
	:	Case No. 05-60200 (BRL)
Debtors.	:	(Jointly Administered)
-----	X	
Portland Natural Gas Transmission System and	:	
Gas Transmission Northwest Corporation,	:	
	:	
Plaintiffs,	:	Case No. 07-cv-09584 (GEL)
	:	
- against -	:	
	:	
Calpine Corporation, <u>et al.</u> ,	:	<b>MOTION FOR ADMISSION</b>
	:	<b><i>PRO HAC VICE</i></b>
Defendants.	:	
-----	X	

**NOTICE OF MOTION FOR ADMISSION *PRO HAC VICE***

PLEASE TAKE NOTICE that, pursuant to Rule 1.3 of this Court's Local Rules, Calpine Corporation, et al., by its attorneys Kirkland & Ellis LLP, hereby moves to admit *pro hac vice* James W. Draughn, Jr., P.C. and Ashley C. Parrish to this bar for the purposes of this action.

The affidavit of Peter Asplund, sworn to on December 4, 2007, and accompanying affidavits and exhibits, are attached hereto in support of this application. A proposed order is also attached.

Dated: December 4, 2007  
New York, New York

  
Peter Asplund (PA 0603)  
KIRKLAND & ELLIS LLP  
Citigroup Center  
153 East 53<sup>rd</sup> Street  
New York, NY 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

Counsel for Calpine Corporation, et al.

DEC 04 2007

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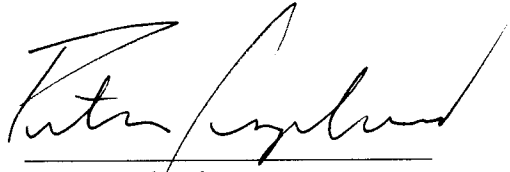
UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

566829-0584

**CERTIFICATE OF SERVICE**

I hereby certify that on this 4<sup>th</sup> day of December, 2007, a true and correct copy of Calpine Corporation's Motion for Admission Pro Hac Vice and accompanying affidavits of James W. Draughn, Jr., P.C., Ashley C. Parrish and Peter Asplund, and exhibits thereto, and Proposed Order were served by express mail upon the following:

David Elrod  
Elrod PLLC  
500 North Akard  
Suite 3000  
Dallas, TX 75201

  
Peter Asplund

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
	:	Chapter 11
Calpine Corporation, <u>et al.</u> ,	:	
	:	Case No.05-60200 (BRL)
Debtors.	:	(Jointly Administered)
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Portland Natural Gas Transmission System and	:	
Gas Transmission Northwest Corporation,	:	
	:	
Plaintiffs,	:	Case No. 07-cv-09584 (GEL)
	:	
- against -	:	
	:	
Calpine Corporation, <u>et al.</u> ,	:	<b>AFFIDAVIT OF</b>
	:	<b>PETER ASPLUND</b>
Defendants.	:	
-----	X	

**AFFIDAVIT OF PETER ASPLUND IN SUPPORT OF  
MOTION FOR ADMISSION *PRO HAC VICE***

STATE OF NEW YORK     )  
                                      )     ss:  
COUNTY OF NEW YORK )

PETER ASPLUND, being duly sworn, deposes and states:

1. I am a practicing attorney duly admitted to the Bar of the State of New York and admitted to practice before this Court. I am a partner of the firm Kirkland & Ellis LLP ("Kirkland"), attorneys for Calpine Corporation, et al. ("Calpine"). I submit this affidavit in support of Calpine's motion pursuant to Rule 1.3 of this Court's Local Rules for an order permitting James W. Draughn, Jr., P.C. and Ashley C. Parrish to appear as counsel *pro hac vice* on behalf of Calpine for purposes of this action.

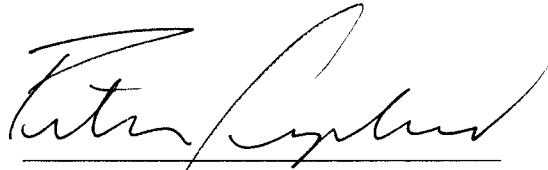
2. Mr. Draughn is a partner in Kirkland's Washington, D.C. office. He is a practicing attorney and a member in good standing of the Bar of the District of Columbia and the

Bar of the Commonwealth of Virginia. In addition, he is admitted to practice in the United States District Court for the District of Columbia, the United States District Court for the Eastern District of Virginia, the United States District Court for the Western District of Virginia, the United States Court of Appeals for the Fourth Circuit, and the United States Court of Appeals for the Eleventh Circuit. Mr. Draughn's affidavit in support of this motion, including a copy of the certificate of good standing certifying his status as a member of the District of Columbia Bar, is attached as Exhibit A. Copies of Mr. Draughn's other certificates will be provided upon request.

3. Mr. Parrish is a partner in Kirkland's Washington, D.C. office. He is a practicing attorney and a member in good standing of the Bar of the District of Columbia and the Bar of the Commonwealth of Virginia. In addition, he is admitted to practice in the United States District Court for the District of Columbia, the United States District Court for the Eastern District of Virginia, the United States Court of Federal Claims, the United States Court of Appeals for the District of Columbia Circuit, the United States Court of Appeals for the Federal Circuit, the United States Court of Appeals for the Third Circuit, the United States Court of Appeals for the Fourth Circuit, the United States Court of Appeals for the Fifth Circuit, the United States Court of Appeals for the Seventh Circuit, the United States Court of Appeals for the Eighth Circuit and the United States Supreme Court. Mr. Parrish's affidavit in support of this motion, including a copy of the certificate of good standing certifying his status as a member of the District of Columbia Bar, is attached as Exhibit B. Copies of Mr. Parrish's other certificates will be provided upon request.

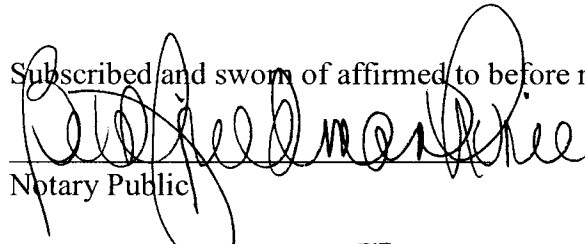
4. Mr. Draughn and Mr. Parrish have never been denied admission or disciplined by any court.

Dated: December 4, 2007  
New York, New York



Peter Asplund (PA 0603)  
KIRKLAND & ELLIS LLP  
Citigroup Center  
153 East 53<sup>rd</sup> Street  
New York, NY 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

Subscribed and sworn of affirmed to before me this 4<sup>th</sup> day of December, 2007.

  
Notary Public

**BETH FRIEDMAN LURIE**  
**NOTARY PUBLIC, State of New York**  
**No. 4783036**  
**Qualified in Nassau County**  
**Commission Expires Sept. 30, 20**09

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
	:	Chapter 11
Calpine Corporation, <u>et al.</u> ,	:	
	:	Case No.05-60200 (BRL)
Debtors.	:	(Jointly Administered)
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Portland Natural Gas Transmission System and	:	
Gas Transmission Northwest Corporation,	:	
	:	
Plaintiffs,	:	Case No. 07-cv-09584 (GEL)
	:	
- against -	:	
	:	
Calpine Corporation, <u>et al.</u> ,	:	<b>AFFIDAVIT OF</b>
	:	<b>JAMES W. DRAUGHN, JR.</b>
Defendants.	:	
-----	X	

**AFFIDAVIT OF JAMES W. DRAUGHN IN SUPPORT OF  
MOTION FOR ADMISSION *PRO HAC VICE***

WASHINGTON )  
 )  
DISTRICT OF COLUMBIA ) ss:

I, James W. Draughn, Jr., file this affidavit in support of Calpine's Motion for Admission *Pro Hac Vice*, and hereby state as follows:

1. I am admitted to practice in, and am a member in good standing of, the Bar of the District of Columbia and the Bar of the Commonwealth of Virginia. I am also admitted to practice in the United States District Court for the District of Columbia, 1992; the United States District Court for the Eastern District of Virginia, 1994; the United States District Court for the Western District of Virginia, 2003; the United States Court of Appeals for the Fourth Circuit, 2005, and the United States Court of Appeals for the Eleventh Circuit, 2007. A certificate of

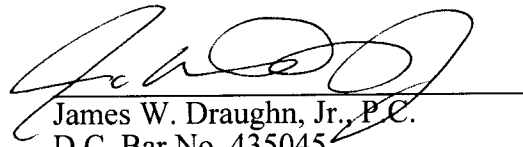
good standing certifying my status as a member of the District of Columbia Bar is attached to this affidavit. If certificates are needed for the other courts, I will provide them.

2. I have never been the subject of disciplinary action by the bars or courts of any jurisdiction in which I am licensed.

3. I have never been denied admission to any court to which I have applied.

4. My office address, telephone number and telecopier number are included below my signature.

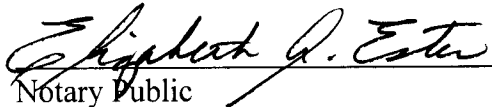
5. Kirkland & Ellis LLP has been retained to represent Calpine in this action. I am a partner of Kirkland & Ellis LLP.



James W. Draughn, Jr., P.C.  
D.C. Bar No. 435045  
KIRKLAND & ELLIS LLP  
655 Fifteenth Street, N.W.  
Washington, D.C. 20005  
Telephone: (202) 879-5000  
Facsimile: (202) 879-5200

*DISTRICT OF Columbia*

Subscribed and sworn of affirmed to before me this 30<sup>th</sup> day of November, 2007.

  
Notary Public

**Elizabeth A. Ester**  
**Notary Public, District of Columbia**  
**My Commission Expires 7/14/2012**



District of Columbia Court of Appeals  
Committee on Admissions  
500 Indiana Avenue, N.W. — Room 4200  
Washington, D. C. 20001  
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia  
Court of Appeals, do hereby certify that


JAMES WORTH DRAUGHN, JR.

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was on the 13<sup>TH</sup> day of NOVEMBER, 1992  
duly qualified and admitted as an attorney and counselor and  
entitled to practice before this Court and is, on the date  
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have  
hereunto subscribed my name  
and affixed the seal of this  
Court at the City of  
Washington, D.C., on  
November 27, 2007.

GARLAND PINKSTON, JR., CLERK

By:   
Deputy Clerk



**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re:	:	
	:	Chapter 11
Calpine Corporation, <u>et al.</u> ,	:	
	:	Case No.05-60200 (BRL)
Debtors.	:	(Jointly Administered)
-----	X	
Portland Natural Gas Transmission System and	:	
Gas Transmission Northwest Corporation,	:	
	:	
Plaintiffs,	:	Case No. 07-cv-09584 (GEL)
	:	
- against -	:	
	:	
Calpine Corporation, <u>et al.</u> ,	:	<b>AFFIDAVIT OF</b>
	:	<b>ASHLEY C. PARRISH</b>
Defendants.	:	
-----	X	

**AFFIDAVIT OF ASHLEY C. PARRISH IN SUPPORT OF  
MOTION FOR ADMISSION *PRO HAC VICE***

WASHINGTON )  
 ) ss:  
DISTRICT OF COLUMBIA )

I, Ashley C. Parrish, file this affidavit in support of Calpine's Motion for Admission *Pro Hac Vice*, and hereby state as follows:

1. I am admitted to practice in, and am a member in good standing of, the Bar of the District of Columbia (2000) and the Bar of the Commonwealth of Virginia (1998). I am also admitted to practice in the United States District Court for the District of Columbia (2001); the United States District Court for the Eastern District of Virginia (2004); the United States Court of Federal Claims (2007); the United States Court of Appeals for the District of Columbia Circuit (2000); the United States Court of Appeals for the Federal Circuit (2000); the United States Court of Appeals for the Third Circuit (2004); the United States Court of Appeals for the

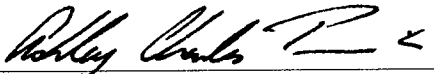
Fourth Circuit (2000); the United States Court of Appeals for the Fifth Circuit (2000); the United States Court of Appeals for the Seventh Circuit (2004); the United States Court of Appeals for the Eighth Circuit (2004); the Supreme Court of Virginia (1998); and the United States Supreme Court (2002). A certificate of good standing certifying my status as a member of the District of Columbia Bar is attached to this affidavit. If certificates are needed for the other courts, I will provide them.

2. I have never been the subject of disciplinary action by the bars or courts of any jurisdiction in which I am licensed.

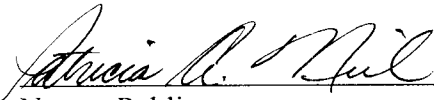
3. I have never been denied admission to any court to which I have applied.

4. My office address, telephone number, and telecopier number are included below my signature.

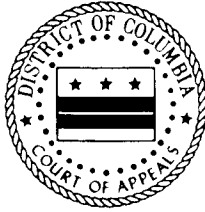
5. Kirkland & Ellis LLP has been retained to represent Calpine in this action. I am a partner of Kirkland & Ellis LLP.

  
\_\_\_\_\_  
Ashley C. Parrish  
D.C. Bar No. 464683  
KIRKLAND & ELLIS LLP  
655 Fifteenth Street, N.W.  
Washington, D.C. 20005  
Telephone: (202) 879-5000  
Facsimile: (202) 879-5200

Subscribed and sworn of affirmed to before me this 29<sup>th</sup> day of November, 2007.

  
\_\_\_\_\_  
Notary Public

PATRICIA A. NEIL  
Notary Public, District of Columbia  
Commission Expires September 30, 2008



District of Columbia Court of Appeals  
Committee on Admissions  
500 Indiana Avenue, N.W. — Room 4200  
Washington, D. C. 20001  
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

ASHLEY C. PARRISH

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was on the 2<sup>ND</sup> day of JUNE, 2000

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on November 26, 2007.

GARLAND PINKSTON, JR., CLERK

By:   
Deputy Clerk

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
	:	Chapter 11
Calpine Corporation, <u>et al.</u> ,	:	
	:	Case No. 05-60200 (BRL)
Debtors.	:	(Jointly Administered)
-----	X	
Portland Natural Gas Transmission System and	:	
Gas Transmission Northwest Corporation,	:	
	:	
Plaintiffs,	:	Case No. 07-cv-09584 (GEL)
	:	
- against -	:	
	:	
Calpine Corporation, <u>et al.</u> ,	:	<b>ORDER GRANTING MOTION</b>
	:	<b>FOR ADMISSION <i>PRO HAC VICE</i></b>
Defendants.	:	
-----	X	

**[PROPOSED] ORDER GRANTING MOTION FOR ADMISSION *PRO HAC VICE***

The motion for admission to practice *pro hac vice* in the above captioned matter is GRANTED. The admitted attorneys, James W. Draughn, Jr., P.C. and Ashley C. Parrish, are permitted to argue or try this particular case and related cases in whole or in part as counsel or advocate.

This Order confirms your appearance as counsel for Calpine Corporation, et al. in this case and any related cases, and it will be entered on the Court's docket. A notation of your admission *pro hac vice* for the above listed case will be made on the roll of attorneys.

The attorneys admitted *pro hac vice* must serve a copy of this Order on all other counsel in this case.

Dated: \_\_\_\_\_

\_\_\_\_\_  
United States District Judge

cc: David W. Elrod  
Court File